

RECORDATION NO 25664-6 FILED

FEB 26 '09

4-16 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS-2nd DAY AIR

February 24, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement dated April 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25664.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: TOLKO INDUSTRIES, LTD.
3203 30th Avenue
Vernon, B. C.
V1T 6M1 Canada

A description of the railroad equipment covered by the enclosed document is twenty five (25) bulkhead flat cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures
(10LK017)

FEB 25 '09

4-16 PM

ASSGN: TOLKO 17

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into this the 15th day of April, 2008, by and between the Montreal branch of First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and Tolko Industries Ltd. (the "Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of May 27, 2005 (the "Lease") and Rider No. 9 thereto dated as of April 15, 2008, (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: *Susan A. Barrie*

LESSEE:

TOLKO INDUSTRIES LTD.

Name: ALEX WALLACETitle: MANAGER, TRANSPORTATION SERVICESSignature: *Alex Wallace*

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25).

DESCRIPTION OF CARS: Bulkhead flat cars equipped for log service.

CAR NUMBERS:

<u>Existing</u> <u>Car</u> <u>Numbers</u>	<u>New</u> <u>Car Numbers</u>
CN 615012	FURX 701200
CN 615072	FURX 701201
CN 615112	FURX 701202
CN 615137	FURX 701203
CN 615185	FURX 701204
CN 615193	FURX 701205
CN 615201	FURX 701206
CN 615247	FURX 701207
CN 615258	FURX 701208
CN 615301	FURX 701209
CN 615328	FURX 701210
CN 615351	FURX 701211
CN 615391	FURX 701212
CN 615413	FURX 701213
CN 615422	FURX 701214
CN 615462	FURX 701215
CN 615465	FURX 701216
CN 615477	FURX 701217
CN 615496	FURX 701218
CN 615504	FURX 701219
CN 615510	FURX 701220
CN 615564	FURX 701221
CN 615571	FURX 701222
CN 617031	FURX 701223
CN 617044	FURX 701224


COUNTY OF COOK)

CERTIFICATION OF RECORDS

I, Susan Grokulsky, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached copy of the Memorandum of Lease dated as of April 15, 2008, between First Union Rail Corporation (Lessor) and Tolko Industries Ltd. (Lessee) and that the same is a true and accurate copy of the original Memorandum of Lease relating to said lease.

Susan Grobelsky

Subscribed and sworn to
before me this
10th day of February, 2009


NOTARY PUBLIC

